

12-14-17

**AMENDMENT NO. 1 TO
ANNEXATION AGREEMENT
FOR VAN DORN STREET COALITION**

THIS AMENDMENT NO. 1 TO THE ANNEXATION AGREEMENT FOR VAN DORN STREET COALITION (“Amendment No. 1”) is made and entered into as of the date of execution by the last signatory hereto as indicated below by and among the **City of Lincoln, Nebraska**, a municipal corporation (“City”), **Clair W. Cooley and Linda Cooley**, husband and wife, **Roger H. Graff**, a married person, **Matodol, LLC**, a Nebraska limited liability company (“Matodol”), **Daryl Lee Bohac and Kristie A. Bohac**, husband and wife and **Christopher A. Kidwell**, a married person. Clair W. Cooley and Linda Cooley, Roger Graff, Matodol, Daryl and Kristie Bohac and Christopher A. Kidwell are hereinafter collectively referred to as the “Parcel Owners” and individually as a “Parcel Owner”.

RECITALS

1. The City and Parcel Owners previously entered into the Annexation Agreement for Van Dorn Street Coalition dated as of March 9, 2017 (“Annexation Agreement”) outlining certain conditions and undertakings relating to the annexation of approximately 309.16 acres of property (“Property”) generally located north of Van Dorn Street from South 88th Street to South 98th Street as legally described on Exhibit “A” attached to this Amendment No. 1.

2. The Annexation Agreement identifies the City’s and Parcel Owners’ responsibilities regarding the construction of infrastructure improvements, including Arterial Street Improvements and Sanitary Sewer Infrastructure Improvements, necessitated by the development of the Property.

3. Matodol has submitted plans for annexation and a change of zone to R-3 PUD for development of the first phase of the Property containing approximately 78.66 acres (“Phase 1 Development”), which is shown on Exhibit “J” attached hereto, along with an amendment to the 2040 Lincoln/Lancaster County Comprehensive Plan to designate the northwest corner of South 98th Street and Van Dorn Street as a Neighborhood Center on Map 5.1: Existing and Proposed Commercial Centers and as “Commercial” on the Lincoln Area Future Land Use Map.

4. Lancaster County has included the pavement of South 98th Street from Old Cheney Road to A Street as a 2018 Road Project in its One and Six-Year Road and Bridge Construction Program for Fiscal Year 2018.

5. The City’s expected completion date for the Trunk Sewer Lines and Van Dorn Creek Internal Sewer Line has been delayed approximately six months due to a delay in easement acquisitions and the extension of the construction period.

6. The City and Property Owners desire to amend the terms of the Annexation Agreement to address the changes that have occurred since the approval of the Annexation Agreement.

NOW, THEREFORE, in consideration of the above Recitals and the mutual covenants contained herein, the City and Parcel Owners agree that the Annexation Agreement be amended as follows:

1. That Article III, Arterial Street Improvements is hereby amended and restated as follows:

III.

ARTERIAL STREET IMPROVEMENTS

A. Van Dorn Street – S. 84th – S. 98th Streets.

1. Existing Conditions. Presently, Van Dorn Street from S. 84th Street to S. 98th Street is an existing two lane paved county road and is designated as an “urban/rural minor

arterial” in the 2040 Lincoln City – Lancaster County Comprehensive Plan. No improvements to this segment of Van Dorn Street are shown in the Lincoln City – Lancaster County Comprehensive Plan during the 25-year planning period. This segment of Van Dorn Street is also described in the City’s Access Management Policy as a Minor Arterial Street.

2. Access Points. The City and Parcel Owners agree that full turn movement intersections ingress and egress to and from the Property along Van Dorn Street will be limited to the Van Dorn Street access points abutting the Property with the exact location determined by the City. The preliminary and approximate location of these access points are shown on Exhibit “D”.

3. Parcel Owner’s Van Dorn Street Improvements. The City and Parcel Owners agree that urban development of the Property will require improvements at the final approved full turn movement intersections access points along Van Dorn Street abutting the Property between S. 88th and S. 98th Streets as generally shown on Exhibit “D”.

A. S. 88th Street. Matodol shall design and construct, at its own cost and expense, temporary right and left turn lanes as determined by the City at the intersection of South 88th Street and Van Dorn Street (“S. 88th Street Intersection”). The turn lanes will provide required turning motor vehicular storage along with the required deceleration lane length as shown on the conceptual plan attached hereto as Exhibit “K”. The final design for the above right and left turn lane improvements will be submitted to the City for review and approval prior to commencement of construction. The parties acknowledge and agree that a portion of the grading, drainage and any Section 404 permitting required for the construction of the temporary right and left turn lanes at the S. 88th Street Intersection that conform with the City’s grade study for Van Dorn Street shall qualify as Arterial Street Impact Fee Facility Improvements (“Grading Arterial Street Impact Fee Facility

Improvements”); provided, however, the drainage improvements shown on Exhibit “L” do not qualify as Grading Arterial Street Impact Fee Facility Improvements.

B. South 91st Street. In order to provide access to accommodate Phase 1 Development of the Property, a permanent roundabout that conforms with the City’s grade study for Van Dorn Street needs to be constructed at the intersection of South 91st Street and Van Dorn Street as shown on Exhibit “M” attached hereto (“S. 91st Roundabout”). The S. 91st Roundabout is an Arterial Street Impact Fee Facility Improvement. On behalf of the City, Matodol shall design, competitively bid, and construct the S. 91st Roundabout through the City’s Executive Order process as part of the final plat process for the Phase 1 Property. The final design for the S. 91st Roundabout will be submitted to the City for review and approval prior to commencement of construction. The City shall pay the first Two Hundred Thousand Dollars (\$200,000) of design and construction costs for the S. 91st Roundabout within thirty (30) days of receipt of invoices and supporting documentation for said costs (“City Roundabout Contribution”), and Matodol shall fund the remaining costs for the S. 91st Roundabout estimated at \$550,000, which shall be subject to reimbursement by the City as set forth below. Any escrow required through the Executive Order process to guaranty the construction costs for the S. 91st Roundabout shall be reduced by the City Roundabout Contribution. The parties acknowledge that construction costs for the S. 91st Roundabout shall include testing and inspection fees.

C. Long Pine Creek Road. Parcel Owners shall design and construct, at its own cost and expense through the City’s Executive Order construction process, temporary right and left turn lanes as determined by the City at the intersection of

Long Pine Creek Road and Van Dorn Street (“Long Pine Creek Road Intersection”). The turn lanes will provide required turning motor vehicular storage along with the required deceleration lane length. The final design for the above right and left turn lane improvements will be submitted to the City for review and approval prior to commencement of construction. The parties acknowledge and agree that a portion of the grading, drainage and any Section 404 permitting required for the construction of the temporary right and left turn lanes at the Long Pine Creek Road Intersection that conform with the City’s grade study for Van Dorn Street shall qualify as Grading Arterial Street Impact Fee Facility Improvements. Notwithstanding the foregoing, if the Property at the northwest corner of South 98th Street and Van Dorn Street is zoned for commercial use, the City may require Matodol to conduct a traffic study to look at the traffic impact of the commercial use on the Long Pine Creek Road Intersection to determine whether additional road improvements are warranted at the Long Pine Creek Road Intersection. To the extent any additional road improvements are constructed at the Long Pine Creek Road Intersection that qualify as Arterial Street Impact Fee Facility Improvements, said Arterial Street Impact Fee Facility Improvements shall be subject to funding and reimbursement in the same manner as the Grading Arterial Street Impact Fee Facility Improvements set forth in subparagraph 4 below.

4. Segregated Arterial Street Impact Fees; Funding. The City does not currently have funding to pay for the Grading Arterial Street Impact Fee Facility Improvements to Van Dorn Street or all of the S. 91st Roundabout costs. Consequently, the City agrees to segregate arterial street impact fees collected by the City from development of the Property after the date of this Agreement (“Segregated Arterial Street Impact Fees”) and utilize said Segregated Arterial

Street Impact Fees to fund the Grading Arterial Street Impact Fee Facility Improvements associated with the temporary right and left turn lanes and the S. 91st Roundabout costs paid by Matodol. In the event Segregated Arterial Street Impact Fees are not available to fund the Grading Arterial Street Impact Fee Facility Improvements or S. 91st Roundabout costs at the time they are constructed by the applicable Parcel Owner, the applicable Parcel Owner shall fund said Grading Arterial Street Impact Fee Facility Improvements and S. 91st Roundabout and said costs shall be reimbursed to the applicable Parcel Owner by the City when Segregated Arterial Impact Fees become available. If required, the Grading Arterial Street Impact Fee Facility Improvements shall be publicly bid and awarded as provided by law. If required, the applicable Parcel Owner shall prepare and process, and the City agrees to sign, as permittee, an application for the Section 404 permit required for construction of the Grading Arterial Street Impact Fee Facility Improvements associated with the temporary right and left turn lanes and the S. 91st Roundabout (“Van Dorn 404 Permit”). The applicable Parcel Owner will submit any required Van Dorn 404 Permit application to the Corps of Engineers for review concurrently with its submittal of applications for the Section 404 permits required for development of the Property. Notwithstanding the foregoing, regarding the segregation and use of Segregated Arterial Street Impact Fees, the City at its sole discretion, shall have the option to fund all or portions of the Grading Arterial Street Impact Fee Facility Improvements and the S. 91st Roundabout from funding sources other than Segregated Arterial Street Impact Fees, should other funding become available.

5. Dedication of ROW. At the time of final platting, or upon the earlier request by the City, each Parcel Owner whose Parcel includes land needed for the right and left turn lanes in Van Dorn Street shall dedicate or convey to the City the necessary right-of-way for the improvements and any temporary construction easements without additional cost to the City. At the time of final platting, or upon the earlier request by the City, each Parcel Owner whose Parcel

includes land needed for a current or future roundabout(s) in Van Dorn Street shall dedicate or convey to the City the necessary right-of-way for the roundabout improvements and any temporary construction easements without additional cost to the City. The City shall be responsible, at its cost, for acquiring any third party right-of-way required south of Van Dorn Street to construct the S. 91st Street Roundabout.

6. City's Future Van Dorn Street Improvements. When needed in the future, the City intends, at its expense, to design, grade and construct Van Dorn Street from S. 84th Street to S. 98th Street as an arterial street with four lanes, plus turn lanes, along with full turn movement access points in the approximate locations shown on Exhibit "D" (collectively "Four-Lane Van Dorn Street").

B. South 98th Street – Van Dorn to A Street.

1. Existing Conditions. South 98th Street from Van Dorn Street to A Street is shown in the 2040 Lincoln City – Lancaster County Comprehensive Plan as an arterial street improvement during the 25-year planning period to be constructed as four lanes plus center and right turn lanes ("Four Lane S. 98th Street"). Presently, S. 98th Street from Van Dorn Street to "A" Street has been graded for the ultimate Four Lane S. 98th Street, but only improved as a graveled two-lane rural cross section county road.

2. County Improvements to S. 98th Street – Van Dorn to A Street. Lancaster County has included the pavement of South 98th Street from Old Cheney Road to A Street as a 2018 Road Project in its One and Six-Year Road and Bridge Construction Program for Fiscal Year 2018 ("County 98th Street Project"). Said pavement shall include a rural roadway section with two through lanes off-set to the east from the centerline. In the event Lancaster County completes the County 98th Street Project, Parcel Owners shall design and construct, at their own cost and expense, temporary right and left turn lanes as determined by the City at the full turn movement and right-

in, right-out intersections north of Van Dorn Street shown on Exhibit "D". The turn lanes will provide required turning motor vehicular storage along with the required deceleration lane length. The final design for the above right and left turn lane improvements will be submitted to the City for review and approval. The parties acknowledge and agree that a portion of the grading, drainage and any Section 404 permitting required for the construction of the temporary right and left turn lanes at the 98th Street full access points that conform with the City's grade study for Van Dorn Street shall qualify as Grading Arterial Street Impact Fee Facility Improvements and be subject to funding and reimbursement as forth in subparagraph A.4. above.

2. City Improvements to S. 98th Street – Van Dorn to A Street. In the event Lancaster County does not complete the County 98th Street Project or said County 98th Street Project does not include the section of S. 98th Street from Van Dorn Street to A Street, then City intends to complete the design and construction of the first phase of Four Lane S. 98th Street including single north and south bound through lanes and other turn lanes at the full turn movement and right-in, right-out intersections from Van Dorn Street to approximately one quarter mile south of "A" Street ("S. 98th Street First Phase"). The parties acknowledge that the City may elect to construct the S. 98th Street First Phase in two or more sub phases; provided that if S. 98th Street is constructed in sub phases, then the sub phases will be constructed from south to north, starting at Van Dorn Street. The Parcel Owners understand and acknowledge that in the event Lancaster County does not complete the County 98th Street Project or said County 98th Street Project does not include the section of S. 98th Street from Van Dorn Street to A Street, the City intends to construct a future roundabout for the intersection of Van Dorn Street and S. 98th Street ("Van Dorn & S. 98th Roundabout").

3. Access Points. The City and Parcel Owners agree that the full turn movement and right-in, right-out intersections ingress and egress to and from the Property along

S. 98th Street will be limited to the S. 98th Street access points abutting the Property with the exact location determined by the City. The preliminary and approximate location of these access points are shown on Exhibit “D”.

4. Funding. The parties acknowledge that the City does not currently have funding available to construct the S. 98th Street First Phase and the Van Dorn & S. 98th Roundabout as an Arterial Street Impact Fee Facility Improvement as provided in subparagraph B.2. above. In order to fund the future construction of the S. 98th Street First Phase as an Arterial Street Impact Fee Facility Improvement, the City agrees to continue segregating the Arterial Street Impact Fees collected by the City from development of the Property after payment of the Arterial Street Impact Fee Facility Improvements provided for in subparagraph A.4. above and utilize said fees to fund such improvements. The City shall not fund, design and construct the future Van Dorn & S. 98th Roundabout with Arterial Street Impact Fees collected by the City from development of the Property, until the 98th Street First Phase is fully funded. Notwithstanding the foregoing, regarding the segregation and use of Segregated Arterial Street Impact Fees, the City at its sole discretion, shall have the option to fund all or portions of the S. 98th First Phase and the Van Dorn & S. 98th Roundabout from funding sources other than Segregated Arterial Street Impact Fees, should other funding become available.

5. Acceleration of Construction. The parties agree that any Parcel Owner (“Triggering Owner”) shall have the right to trigger and accelerate the City’s construction of the S. 98th Street First Phase in phases provided that the minimum length of the S. 98th Street improvements in each phase is a quarter of a mile. The following procedure will be utilized to accelerate such construction:

(a) Trigger Notice. The Triggering Owner shall provide written notice to the Director of Public Works and Utilities of the Triggering Owner's request to trigger construction of a specified segment of the S. 98th Street First Phase ("Trigger Notice");

(b) Estimated Costs. Within thirty (30) days of receipt of the Trigger Notice, the City shall cause the preparation of an estimated cost, including City engineering costs (the "Estimated Costs"), for the identified segment of the S. 98th Street First Phase identified in the Trigger Notice, and provide notice of said Estimated Cost and the amount of Segregated Arterial Street Impact Fees then collected and available for the specific segment of S. 98th Street First Phase identified in the Trigger Notice to the Triggering Owner ("Available Segregated Arterial Street Impact Fees");

(c) Road Escrow. Triggering Owner shall provide the City a bond, escrow, letter of credit, or other security agreement approved by the City Attorney ("Road Escrow"), for one hundred ten percent (110%) of the difference between the City's Estimated Cost of the segment of S. 98th Street First Phase identified in the Trigger Notice and the amount of the Available Segregated Arterial Street Impact Fees ("Road Escrow Amount");

(d) Design and Bid. Upon receipt of the Road Escrow in the amount of the Road Escrow Amount, the City shall design and bid the segment of S. 98th Street First Phase identified in the Trigger Notice as soon as reasonably possible. The City shall notify Triggering Owner of the actual bids and, in the event:

(i) The actual lowest responsible bid exceeds the Road Escrow Amount, then the Triggering Owner will increase the amount of the Road Escrow Amount held in the Road Escrow to cause the adjusted Road Escrow Amount to be equal to one hundred ten percent (110%) of the difference between the actual lowest

responsible bid and the amount of the Available Segregated Arterial Street Impact Fees; or

(ii) The actual lowest responsible bid is less than the Road Escrow Amount, then the Triggering Owner may decrease the amount of the Road Escrow Amount held in the Road Escrow to be equal to one hundred ten percent (110%) of the difference between lowest responsible bid and the amount of the Available Segregated Arterial Street Impact Fees.

(e) Funding Order. The City shall first utilize the Available Segregated Arterial Street Impact Fees, if any, to fund the actual costs for such design, grading, construction, and engineering fees, and then utilize funds of the Triggering Owner to fund any remaining amount of such costs. The City will provide the Triggering Owner an invoice for said remaining amount. If the remaining amount of such actual costs exceeds the Road Escrow Amount in the Road Escrow, then the Triggering Owner shall be responsible to immediately advance the excess costs to the City.

(f) City Reimbursement. The City shall reimburse the Triggering Owner for all funds expended by Triggering Owner on Triggering Owner's segment(s) of S. 98th Street First Phase from Segregated Arterial Street Impact Fees collected, and such reimbursement shall have fourth priority to the Segregated Arterial Street Impact Fees after the City funds or reserves funds for the Grading Arterial Street Impact Fee Facility Improvement, S. 91st Roundabout and any earlier segment of the S. 98th Street First Phase.

5. Final Platting.

(a) Unpaved S. 98th Street. The Parcel Owners acknowledge that any Parcel Owner may submit a final plat, subdividing said Parcel Owner's Parcel of the Property prior

to construction of Four Lane S. 98th Street or the S. 98th Street First Phase. The parties agree that until that abutting portion of S. 98th Street is paved no abutting buildable lots may be final platted between unpaved S. 98th Street and a paved Internal Street (defined below) running parallel to S. 98th Street. In the event an Internal Street does not run parallel to S. 98th Street, no buildable lots may be final platted within 110 feet of unpaved S. 98th Street. While this limitation may cause some hardships and inefficiencies in development, it will permit final platting to proceed forward without the corresponding requirement to pave any abutting section of S. 98th Street.

(b) Section 26.23.080 of the Lincoln Municipal Code. The parties acknowledge that if a proposed preliminary plat or final plat of the Property or part thereof shows an Internal Street that will (i) directly connect (or indirectly connect through other Internal Street(s) shown on an approved preliminary plat and/or final plat) with Van Dorn Street or (ii) will directly connect (or indirectly connect through other Internal Street(s) shown on an approved preliminary plat and/or final plat) with S. 98th Street at one of the approved access points shown on Exhibit "D", then such Internal Street(s) will not be deemed to be a permanent dead end street and thus, will not be subject to the requirements in Section 26.23.080 of the Lincoln Municipal Code applicable to permanent dead end streets, including but not limited to the limitation of forty (40) or less units on a dead end street, provided that no more than 110 lots shall be allowed to be final platted which take access to said internal street until a second street providing access to said lots has been constructed.

6. Internal Streets. Additional City local streets will be required within the Property to serve development of the Property in phases (collectively "Internal Streets" and individually an "Internal Street"). The Internal Streets shall be constructed (or security provided in a form acceptable to the City Attorney) by each Parcel Owner whose Parcel of the Property is included within a preliminary plat, special permit, use permit or planned unit development which

shows an Internal Street. Construction of the Internal Street shall be at such Parcel Owner's own cost and expense, under the authority of an executive order issued by the Mayor of the City in phases as part of the platting process.

7. Dedication of S. 98th Street Right-of-Way. At the time of final platting or upon the earlier request by the City, each Parcel Owner whose Parcel includes land needed for Four Lane S. 98th Street or the S. 98th Street First Phase agrees to dedicate or convey, at no cost to the City, the additional right-of-way needed to provide 60 feet of right-of-way from the center line of S. 98th Street, with an additional ten (10) feet of right-of-way at the intersections for turn lanes. The additional ten (10) feet of right-of-way will extend two blocks from the centerline (approximately 700 feet) of the intersections. At the time of final platting or upon earlier request by the City, each Parcel Owner whose Parcel includes land needed for the S. 98th & Van Dorn Roundabout agrees to dedicate or convey, at no cost to the City, the necessary future right-of-way for the roundabout improvements and any temporary construction easements; provided that, if the requested right-of-way for said S. 98th & Van Dorn Roundabout has to be off-center to accommodate floodplain or flood prone areas located on any corner(s) of S. 98th Street and Van Dorn Street, then the City shall pay the Parcel Owner the fair market value for such additional right-of-way to avoid the floodplain or flood prone areas.

8. Dedication of Internal Street Right-of-Way. As provided in Title 26 of the Lincoln Municipal Code ("Land Subdivision Ordinance"), each Parcel Owner whose Parcel is being final platted shall dedicate and convey the necessary right of way for the construction and operation of the Internal Streets that are located on said Parcel within the final plat, without additional cost or consideration.

2. That Article IV, Sanitary Sewer Infrastructure Improvements is hereby amended and restated as follows:

IV.

SANITARY SEWER INFRASTRUCTURE IMPROVEMENTS

A. **Sanitary Sewer Improvements.** The City and Parcel Owners agree that the following sanitary sewer improvements, which are shown on Exhibit “F”, are necessary to serve the annexation of all of the Property and to promote the general health and welfare of the City.

1. **Stevens Creek Trunk Sewer Extension and Van Dorn Creek Sewer Line.** The City, at its expense, shall design, acquire permanent and temporary easements and construct (i) the Stevens Creek Trunk Sewer Extension generally running from Holdrege (Point A) to the south of O Street (Point B) as shown by the blue line on Exhibit “F” and (ii) and the Van Dorn Creek Sewer Line from Point B to Point F as shown by the yellow line on Exhibit “F”. The Stevens Creek Trunk Sewer Extension and Van Dorn Creek Sewer Line are sometimes individually referred to as “Trunk Sewer Line” and collectively as “Trunk Sewer Lines”.

2. **Timeline.** The City, at its expense, has hired professional design services for the Trunk Sewer Lines, including wetland and environmental investigations, design and permitting. The City agrees to use its good faith efforts to complete the wetland and environmental investigations, design, easement acquisition and bidding for the construction of the Trunk Sewer Lines (collectively “Start Activities”) by September 1, 2017. The City further agrees to use its good faith efforts to seek and obtain, at its expense, the necessary governmental approvals for the Trunk Sewer Lines by September 1, 2017. As of the date of this Agreement, the City estimates the completion date for the Trunk Sewer Lines will be June 15 , 2019. When the City has completed (approximately March 1, 2017) sixty percent (60%) of the design for the Trunk Sewer Lines, then the City agrees to deliver written notice to the Parcel Owners and Olsson Associates

(attention Mark Palmer) of the projected and expected completion date for said Trunk Sewer Lines (“Completion Date”). Notwithstanding subparagraphs A.1. and A.2. above, the City, at its expense, agrees to complete said construction and related implementation work of said Trunk Sewer Lines and make the Trunk Sewer Lines operable for their intended purposes by the Completion Date, subject to Section A. 3 below.

3. Funding. The City’s estimated Uses and Sources of Funds for the Trunk Sewer Lines are shown on the attached Uses and Source of Funds in Exhibit “G”. The City, at its expense agrees to fund and timely pay for the construction of the Trunk Sewer Lines to be completed by the Completion Date for a total cost not to exceed \$13,050,000.

(a) City’s 2016-17 Capital Improvement Program. In order to carry out this responsibility, the City has approved the City’s 2016-17 Capital Improvement Program as part of its Fiscal Year 2016 and Fiscal Year 2017 biennial budget which will fund, along with other available funds, the costs for the Start Activities. The current Capital Improvement Plan shows \$7,250,000 for the Fiscal Year 2018 and Fiscal Year 2019 to fund the Trunk Sewer Lines.

(b) Changes to City Budget. The City’s approved 2016-17 Capital Improvement Program, as part of its Fiscal Year 2016 and Fiscal Year 2017 biennial budget, also shows a total of \$16,000,000+ for sanitary sewer bonds for all of the City’s sewer improvements. The City, at its expense, agrees to (i) budget and approve by September 1, 2018 an additional \$4,200,000 of sanitary sewer bonds and (ii) budget and approve in the Fiscal Year 2017 and Fiscal Year 2018 biennial budget the total sum of \$7,250,000 to timely pay for the construction of the Trunk Sewer Lines to be completed by the Completion Date.

(c) Over Budget. In the event the total of the lowest responsible construction bids and construction observation costs for the Trunk Sewer Lines collectively exceeds the sum of \$11,200,000, then the City and Parcel Owners will meet to determine whether

(i) the City should reject the bid(s) and rebid one or both of the Trunk Sewer Lines in hopes that rebidding will cause the collective sum to be equal or less than \$11,200,000; (ii) an alternative design can be identified that could meet the public's interest while reducing costs; or (iii) the Parcel Owners, at their option, would agree to loan (interest free) the excess amount to the City as evidenced by a written promissory note in a form acceptable to the City and the Parcel Owners ("Coalition Note").

4. Internal Sewer Lines.

(a) Van Dorn Creek Internal Sewer Line from Point F to Point G. The City agrees to design and construct, at its expense, by June 15, 2019, a 15-inch Van Dorn Creek Internal Sewer Line from Point F to Point G as shown on Exhibit "F" as part of the Van Dorn Creek Sewer Line project. Each Parcel Owner whose Parcel includes land needed for the Van Dorn Creek Internal Sewer Line will convey the necessary nonexclusive permanent and temporary easements for the Van Dorn Creek Internal Sewer Line as shown on Exhibit "F" from S. 98th Street to Point G at no cost to the City.

(b) Internal Sewer Lines to Sewer the Property. The Parcel Owners shall design and construct, at their cost, the internal sewer lines (collectively "Internal Sewer Lines" and individually "Internal Sewer Line") required to sewer the Property in phases, including the extension of the Van Dorn Creek Internal Sewer Line from Point G to the Parcel or Parcels of the Property that will be annexed and final platted. The Internal Sewer Lines shall be constructed under the authority of an executive order issued by the Mayor of the City in phases as part of the annexation and platting process. The size and location of the Internal Sewer Lines will be determined as part of the platting process. Each Parcel Owner whose Parcel of the Property will contain an Internal Sewer Line shall be responsible for the cost of constructing a typical 8-inch sanitary sewer line, and the City shall be responsible for all costs attributable to oversizing the

Internal Sewer Line with pipe, valves, fittings and all other accessories that are larger than 8-inches; provided, however, for any 12-inch portion of the Internal Sewer Lines that cannot be utilized for service, the City will reimburse the Parcel Owner who constructs said 12-inch portion of the Internal Sewer Lines for the entire cost of said 12-inch portion of the Internal Sewer Lines as part of the Van Dorn Creek Internal Sewer Line project. If required, the oversized Internal Sewer Lines shall be publicly bid and awarded as provided by law.

5. Sanitary Sewer Easements. At the time of the applicable final platting or prior to construction of the Internal Sewer Lines and the Van Dorn Creek Internal Sewer Lines from S. 98th Street to Point G, each Parcel Owner whose Parcel will contain or is necessary for the construction or operation of such Internal Sewer Lines, shall dedicate and convey all necessary temporary and permanent sanitary sewer easements to the City located within such Parcel Owner's Parcel of the Property, without additional cost or consideration. Said easements shall be nonexclusive easements; provided that, no permanent building improvements will be permitted to be constructed over the top of said easements.

3. That Article XI, Notice is hereby amended and restated as follows:

XI.

NOTICE

A. Notice. Any notices required to be forwarded to a party hereto shall be deemed appropriately given or delivered if sent by registered or certified United States Mail, postage prepaid, return receipt requested, addressed or delivered personally as follows:

- (1) If to the City:
Mayor
555 South 10th Street
Lincoln, Nebraska 68508

with a copy to:

City Attorney
575 South 10th Street
Lincoln, NE 68508

- (2) If to the Parcel Owners:
- (a) Clair W. & Linda Cooley
9300 Van Dorn Street
Lincoln, NE 68520
 - (b) Roger A. Graff
7005 Shamrock Road, Unit 312
Lincoln, NE 68520
 - (c) Matodol, LLC
c/o Olsson Associates, Inc.
Attention: Jeffrey Jenkins
601 "P" Street, Suite 200
Lincoln, NE 68508
 - (d) Daryl Lee and Kristie A. Bohac
10011 North 152nd Street
Waverly, NE 68462
 - (e) Christopher A. Kidwell
8901 A Street
Lincoln, NE 68508

with a copy to:

Kent Seacrest
Seacrest & Kalkowski, PC, LLO
1128 Lincoln Mall, Suite 105
Lincoln, NE 68508

Any party hereto may change its address for notification purposes by written notice to all parties hereto in the manner and method set forth within this paragraph.

4. That Exhibit “A”, Exhibit “D”, Exhibit “E” and Exhibit “F” attached to the Annexation Agreement are replaced by the Exhibits attached hereto marked as Exhibit “A”, Exhibit “D”, Exhibit “E”, and Exhibit “F”.

5. That Exhibit “J”, Exhibit “K”, Exhibit “L”, and Exhibit “M” are new exhibits to this Amendment No. 1 and reference to them shall be added to Article XII, Paragraph A of the Annexation Agreement.

SIGNATURE PAGES TO FOLLOW

Dated as of _____, 201_ by the City.

“CITY”

CITY OF LINCOLN, NEBRASKA,
a municipal corporation

By: _____
Chris Beutler, Mayor

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

The foregoing instrument was acknowledged before me this ____ day of _____, 201_, by Chris Beutler, Mayor of the **City of Lincoln, Nebraska**, a municipal corporation, on behalf of the municipal corporation.

(Seal)

Notary Public

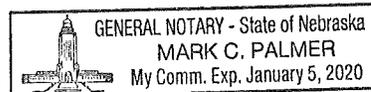
Dated as of January 8, 2018 by Clair W. and Linda Cooley.

“CLAIR W. AND LINDA COOLEY”

Clair W. Cooley
Clair W. Cooley, a married person

Linda Cooley
Linda Cooley, a married person

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

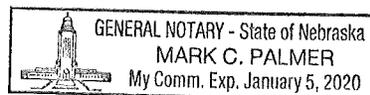


The foregoing instrument was acknowledged before me this 8th day of January, 2018 by **Clair W. Cooley**, a married person.

(Seal)

Mark C. Palmer
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)



The foregoing instrument was acknowledged before me this 8th day of January, 2018, by **Linda Cooley**, a married person.

(Seal)

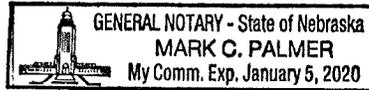
Mark C. Palmer
Notary Public

Dated as of 1/4, 2018 by Roger A. Graff.

“ROGER A. GRAFF”

Roger A. Graff
Roger A. Graff, a married person

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)



The foregoing instrument was acknowledged before me this 4th day of January, 2018 by **Roger A. Graff**, a married person.

(Seal)

Mark C. Palmer
Notary Public

Dated as of January 4, 2018 by Matodol, LLC

MATODOL, LLC”

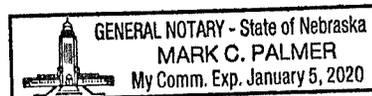
Matodol, LLC, a Nebraska limited liability company, an undivided one-half interest

By: Olsson Associates, Inc., a Nebraska corporation, as Manager

By: Jeff Jenkins

Title: CFO

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)



The foregoing instrument was acknowledged before me this 4th day of January, 2018 by Jeff Jenkins as C.F.O. of Olsson Associates, Inc., a Nebraska corporation, as Manager of **Matodol, LLC**, a Nebraska limited liability company, on behalf of the Nebraska limited liability company.

(Seal)

Mark C. Palmer
Notary Public

Dated as of Jan 10, 2018 by Daryl Lee and Kristie A. Bohac

“DARYL LEE AND KRISTIE A. BOHAC”



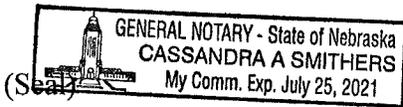
Daryl Lee Bohac, a married person



Kristie A. Bohac, a married person

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

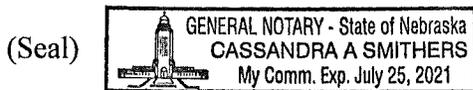
The foregoing instrument was acknowledged before me this 10th day of January, 2018, by **Daryl Lee Bohac**, a married person.



Cassandra A. Smithers
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

The foregoing instrument was acknowledged before me this 10th day of January, 2018, by **Kristie A. Bohac**, a married person.



Cassandra A. Smithers
Notary Public

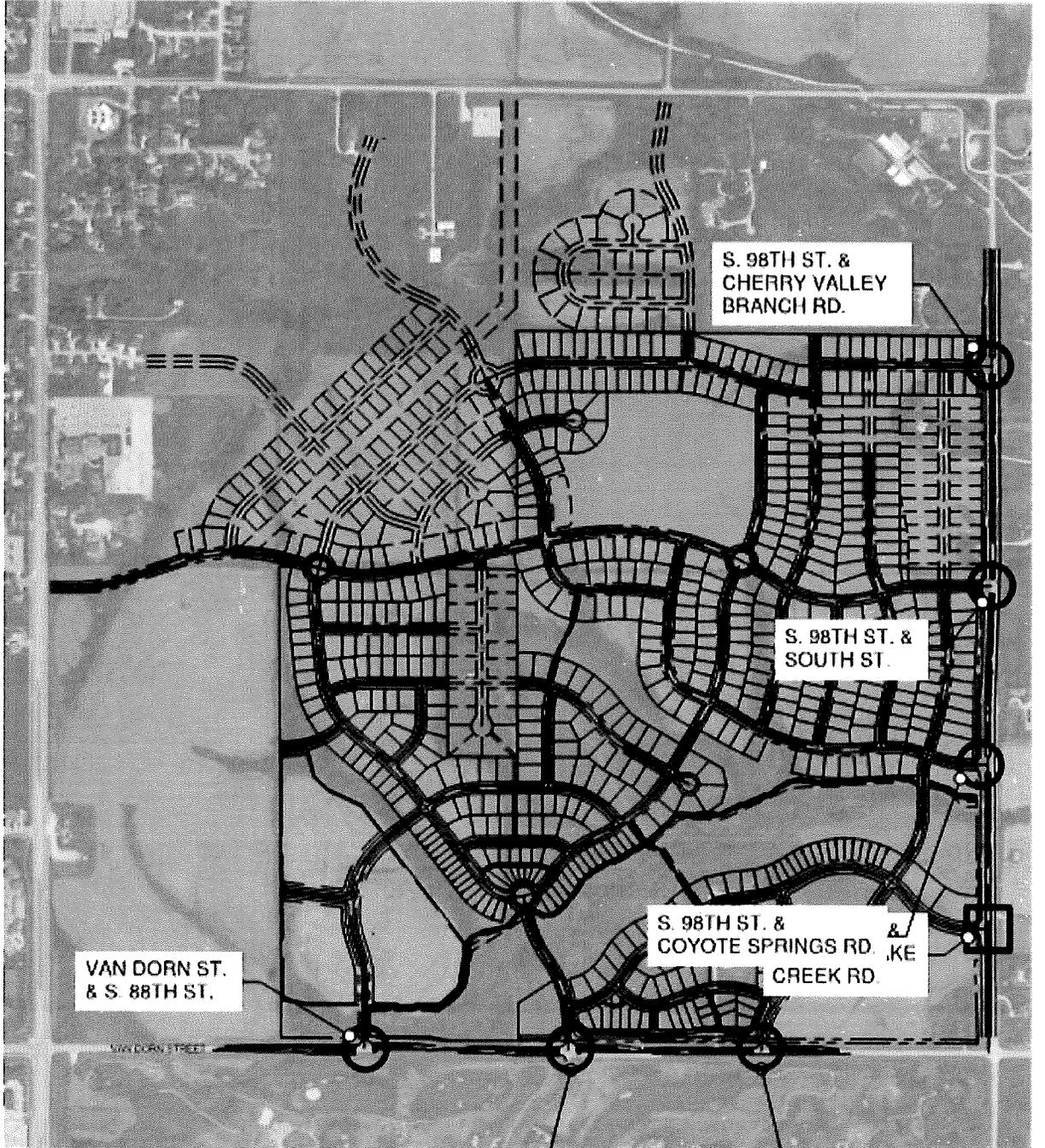
Exhibit "A"

Parcel Nos. 1-8 Name of Parcel Owners and Property ID

Parcel #	Property ID	Acres	Parcel Owner	Parcel Owner Address
1	17-35-300-005-000	68.54	MATODOL, LLC, c/o Olsson Associations, Inc., Manager, Attention Jeffrey Jenkins	601 P Street Lincoln, Nebraska 68508
2	17-35-400-003-000	73.34	MATODOL, LLC, c/o Olsson Associations, Inc., Manager, Attention Jeffrey Jenkins	601 P Street Lincoln, Nebraska 68508
3	17-35-400-001-000	4.91	Clair W. and Linda Cooley	9300 Van Dorn Street Lincoln, NE 68520
4	17-35-400-005-000	37.93	Roger H. Graff	7005 Shamrock Road, Unit 312 Lincoln, NE 68506
5	17-35-400-004-000	35.78	MATODOL, LLC, c/o Olsson Associations, Inc., Manager, Attention Jeffrey Jenkins	601 P Street Lincoln, Nebraska 68508
6	17-35-203-002-000	32.94	MATODOL, LLC, c/o Olsson Associations, Inc., Manager, Attention Jeffrey Jenkins	601 P Street Lincoln, Nebraska 68508
7	17-35-200-015-000 17-35-200-018-000	29.80	Daryl Lee and Kristie A. Bohac	10011 N. 152 nd Street Waverly, NE 68462
8	17-35-100-005-000	26.87	Christopher A. Kidwell	8901 A Street Lincoln, NE 68508
Total		309.16		

Exhibit "D"

Van Dorn Street and 98th Street Access Points



○ FULL TURN MOVEMENTS

□ RIGHT IN, RIGHT OUT TURN MOVEMENTS

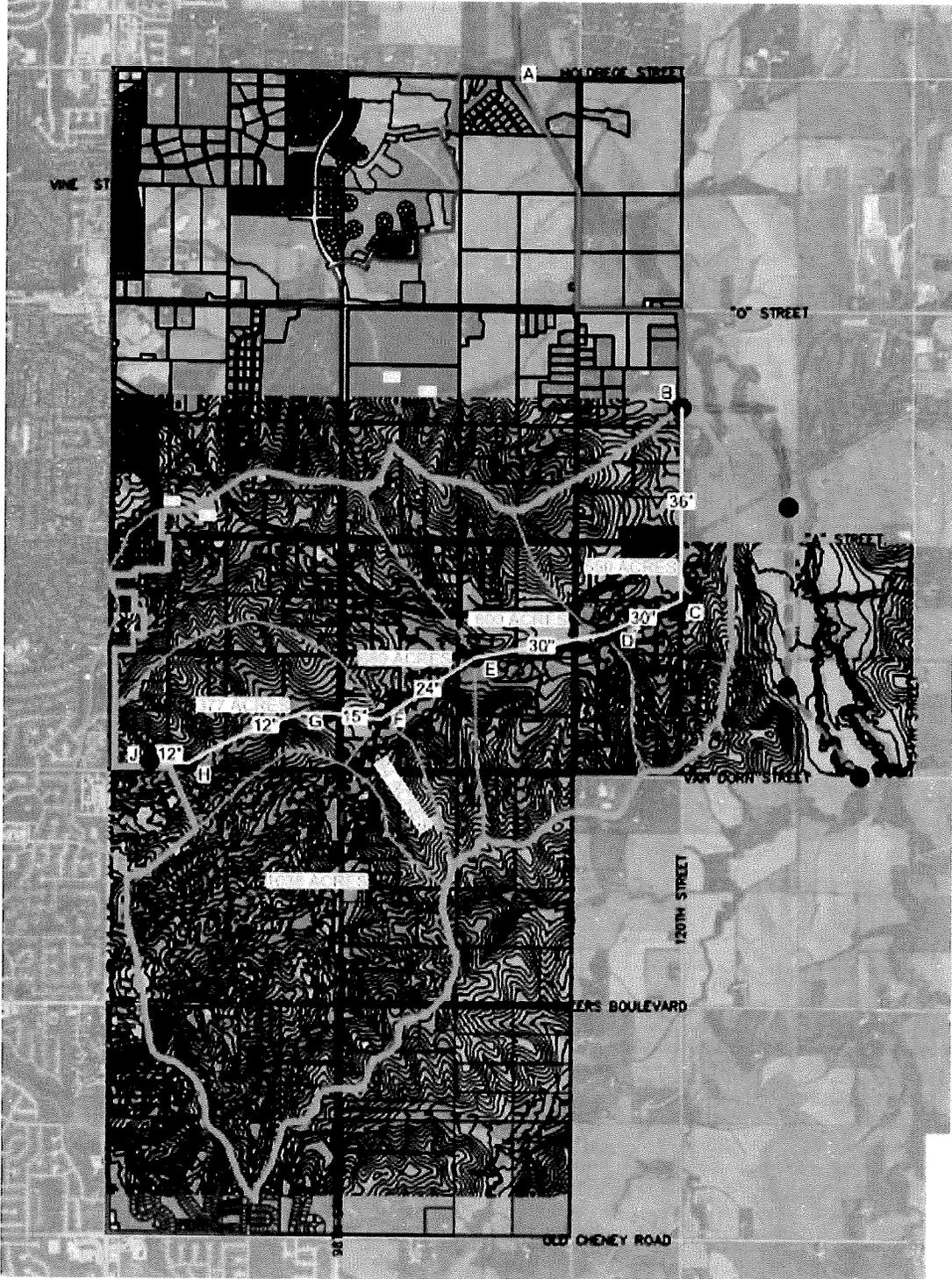
Exhibit "E"

Temporary Turn Lanes Allocations—Van Dorn Street

		Temporary Turn Lanes Design and Construction Cost Allocation		
Van Dorn Street Intersection		Parcel Owners	Lineal Feet	Percentage
1	Approximately 3,4010 feet west of the west ROW line of S. 98th Street (Resort Drive)	Matodol		100%
2	Approximately 1,180 feet west of the west ROW line of S. 98th Street (3/4 Access)	Matodol Clair W. Cooley and Linda Cooley Matodol Total	288 260 <u>1,225</u> 1,773	16.2% 14.7% <u>69.1%</u> 100.0%

Exhibit "F"
Sanitary Sewer Map

DWG: F:\Projects\015-2987\40-Design\AutoCAD\Exhibits\P_FIG Basin E-3_52987.dwg USER: bbartek
 DATE: Nov 22, 2017 6:20am XREFS: 141128_water 141128_contours 141128_drainage 141128_floodplain 141128_future 141594_CUP



PROJECT NO	D17-1391
DRAWN BY	EAH
DATE	11/21/2017

BASIN E-3

OLSSON
ASSOCIATES

651 P Street, Suite 200
 P.O. Box 84650
 Lincoln, NE 68508
 TEL 402.474.6311
 FAX 402.474.5191

EXHIBIT
F

Exhibit "K"
Turn Lanes in Van Dorn Street at S. 88th Street Intersection

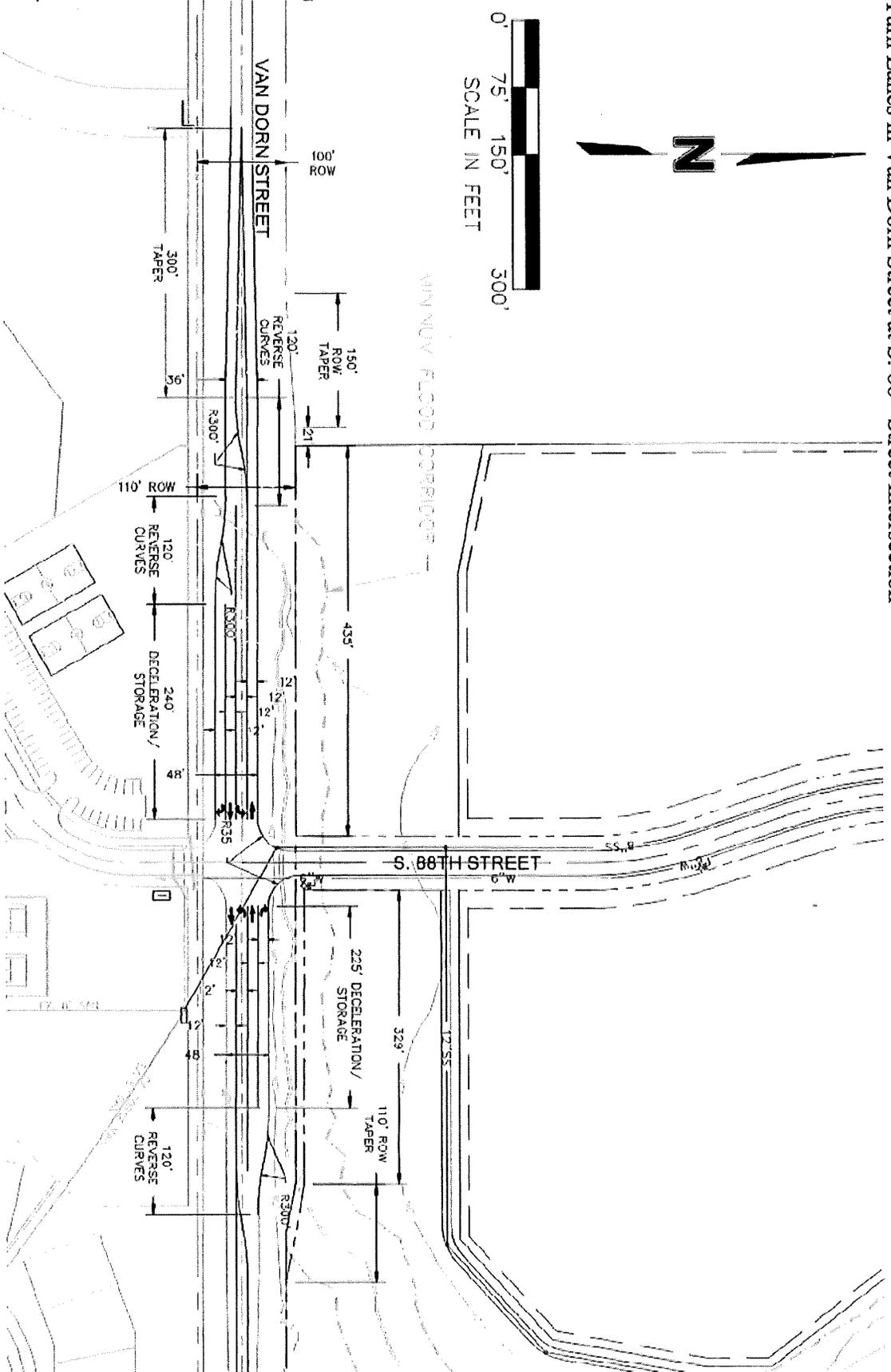


Exhibit "T"
Drainage Improvements at S. 88th Street Intersection

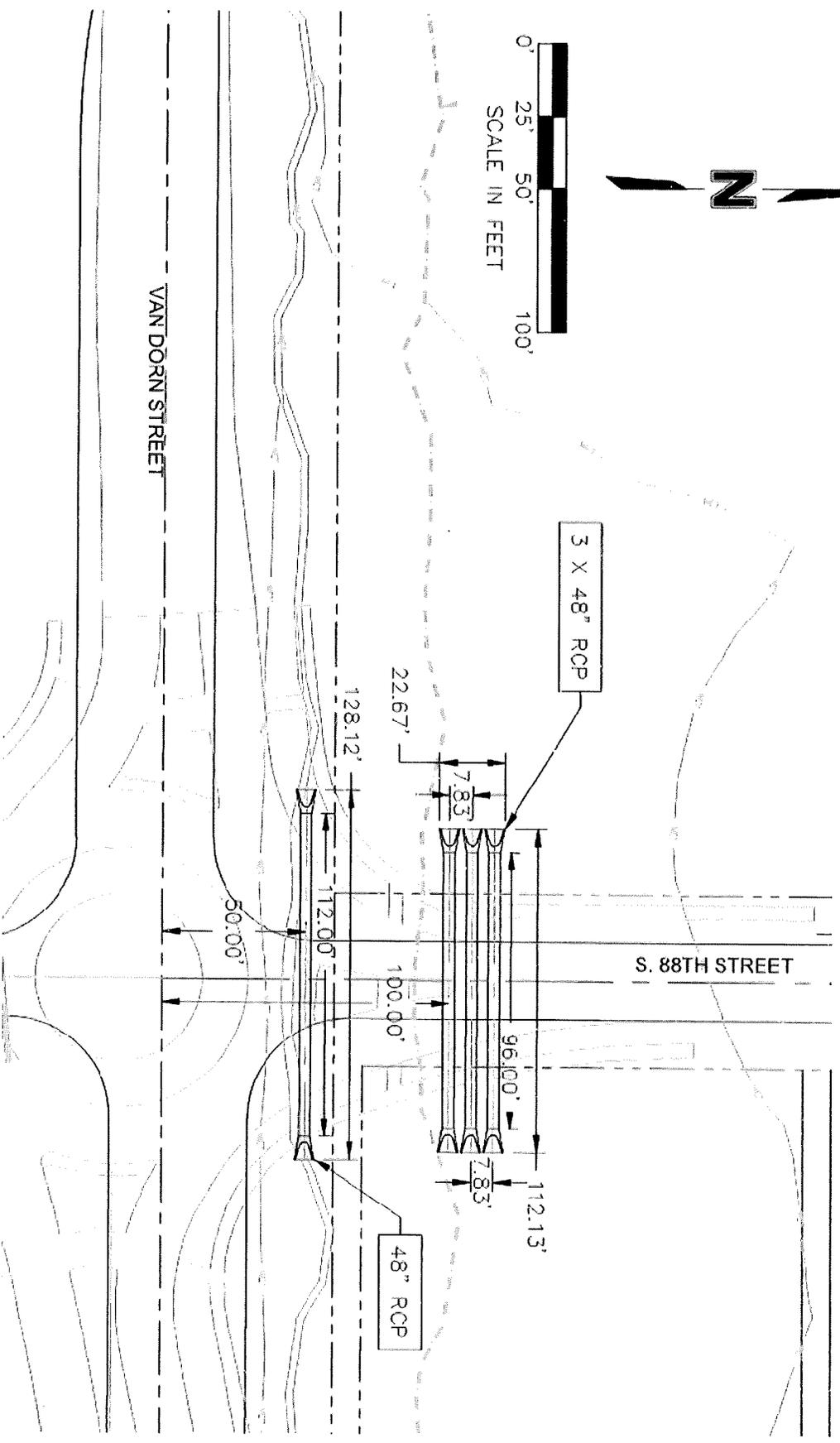
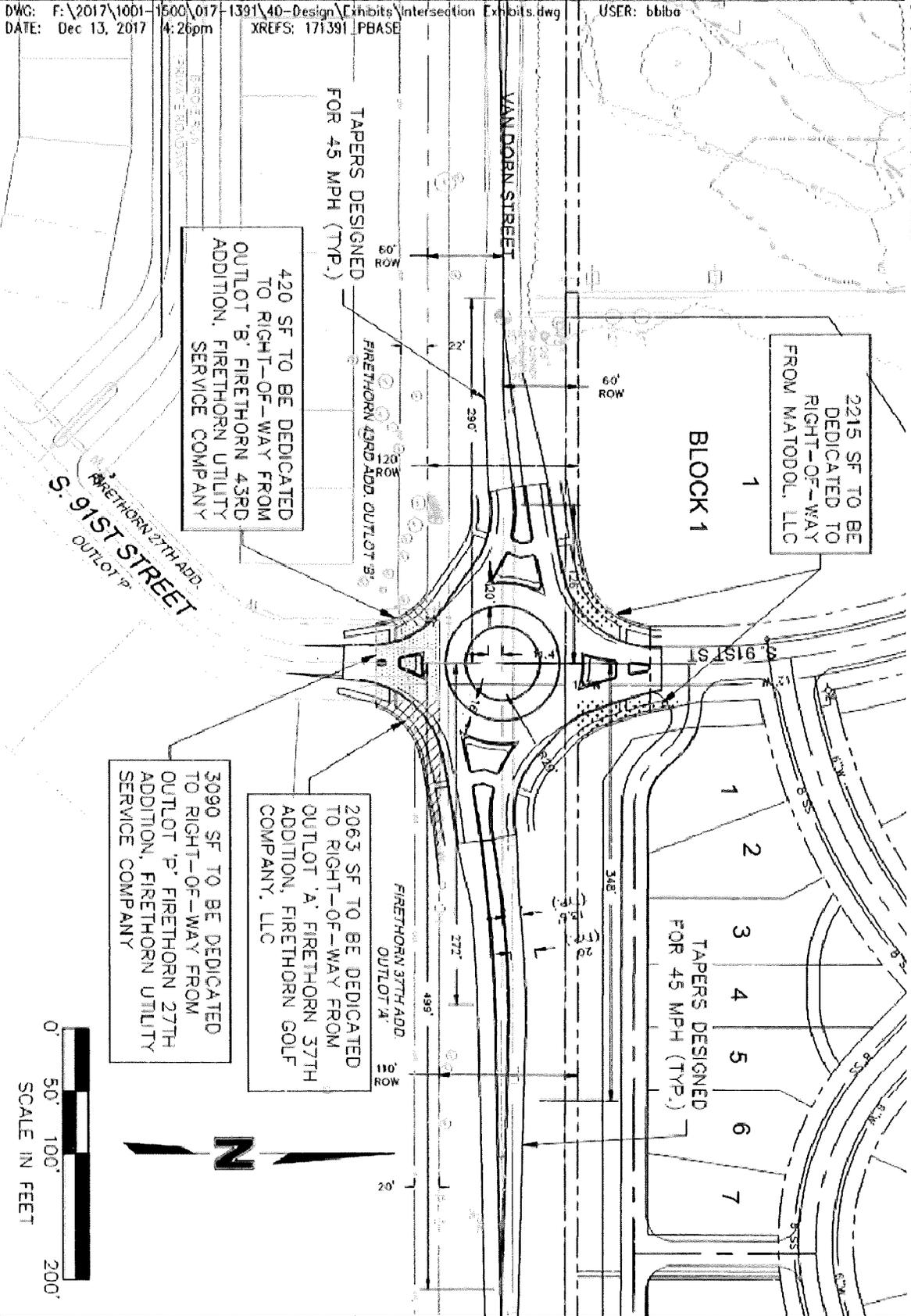


Exhibit 'M'
S. 91st Roundabout Plan



DWG: F:\2017\1001-1500\017-1391\40-Design\Exhibits\Intersection Exhibits.dwg
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